



# NATION

July 8, 2022

Subject : Notification on receipt of the Amendment to Tender Offer for the securities (Form 247-4) of Nation Broadcasting Corporation Public Company Limited (4<sup>th</sup> Amendment)

To : Director and Manager  
The Stock Exchange of Thailand

Enclosure : Copy the Amendment to Tender Offer for the securities (Form 247-4) of Nation Broadcasting Corporation Public Company Limited (4<sup>th</sup> Amendment)

Nation Broadcasting Corporation Public Company Limited (the “**Company**”) would like to notify that, on July 6, 2022, the Company has received a copy of the Amendment to Tender Offer for the securities (Form 247-4) of Nation Broadcasting Corporation Public Company Limited (4<sup>th</sup> Amendment) from 1. Mr.Boon-aue Chitthanom 2.Mrs.Kanitta Sahak Alekyan 3.Mrs.Prachitra Voranavin 4.Mr.Komsahasob Nuttayakul 5.Mr. Nattapong Seetavorarat 6.Mrs.Nancy Chalermkarnchana 7.Mr.Itchasin Suwonnawong 8.Miss Naruporn Arunpraphan, as tender offerors. The details of which are as provided in the enclosure.

Please be informing accordingly.

Sincerely yours,

.....

Mr.Tinnakorn Punpanichgul

Vice Chief Executive Officer

(Translation)

July 8, 2022

Subject: Notification on receipt of the Amendment to Tender Offer for the securities of Nation Broadcasting Corporation Public Company Limited (Form 247-4) No. 4

To: Secretary-General, the Office of the Securities and Exchange Commission  
President, the Stock Exchange of Thailand  
Board of Directors and Shareholders of Nation Broadcasting Corporation Public Company Limited

Refer to: The Tender Offer for the securities of Nation Broadcasting Corporation Public Company Limited (Form 247-4) dated 7 June 2022

Reference is made to the fact that 1. Mr. Nattapong Seetavorarat, 2. Mr. Boon-ae Chitthanom, 3. Mrs. Nancy Chalermkarnchana, 4. Mr. Itchasin Suwonnawong, 5. Miss Naruporn Arunpraphan, 6. Mr. Komsahaspob Nuttayakul, 7. Mrs. Kanitta Sahak Alekhan, and 8. Mrs. Prachitra Voranavin, totaling 8 persons (collectively the "Tender Offerors") have submitted the Tender Offer for the Securities of Nation Broadcasting Corporation Public Company Limited ("NBC" or the "Company" or the "Business") to the Office of the Securities and Exchange Commission the Stock Exchange of Thailand the Directors and Shareholders of the Business on June 7, 2022, with Asiawealth Securities Company Limited as the Tender Offer Preparer of the Business (the "Tender Offer Preparer")

In this regards, the Tender Offerors would like to disclose additional information on the Tender Offer for the Securities of the Business hereto.

Yours sincerely,

*- Nattapong Seetavorarat -*

---

(Nattapong Seetavorarat)

Tender Offeror

Yours Sincerely,

- *Boon-aue Chitthanom* -

---

(Boon-aue Chitthanom)

Tender Offeror

Asia Wealth Securities Company Limited, as the Tender Offer Preparer, would like to disclose additional information on the Tender Offer for the securities of the Business as detailed in the document enclosed hereto

Yours sincerely,

Asia Wealth Securities Company Limited

*Nopparat Intaraudom*

---

(Mrs. Nopparat Intaraudom)

Authorized Director

*Chanachai Joonjiraporn*

---

(Mr. Chanachai Joonjiraporn)

Authorized Director

*Piyanart Kaewprasertsilp*

---

(Ms. Piyanart Kaewprasertsilp)

Financial Advisor

(Translation)

Amendment to the Tender Offer for the Securities of Nation Broadcasting Corporation Plc. No. 4

Note: Additional information is underlined and the deleted information is strikethrough as follows

(1) Part 2 Section 1 The Offeror Information

Original

1. The Offeror Information

1.1 General Information

Name	(1) Mr. Nattapong Seetavorarat (“ <b>Mr. Nattapong</b> ”)	
Age	54 Years	
Address	11 soi Ari Samphan 4, Phaholyothin Road, Samsennai Sub-District, Phayathai District, Bangkok 10400	
Identification No.	3 1014 00947 05 1	
Telephone No.	Contact Asia Wealth Securities Company Limited	
Educational backgrounds	<ul style="list-style-type: none"><li>- Master of Political Science (Public Affairs), Thammasat University</li><li>- Master of Business Administration, Assumption University</li><li>- BA Faculty of Economics, Northeastern University, USA</li></ul>	
Current working position	Position	Company
	Chief Executive Officer and Director	Ruambutr Company Limited/ Retail sale of jewellery in specialized stores
	Director	Paasun Factory Company Limited/ Manufacture of jewellery and bijouterie of precious stones and metals
	Director	Paabutr Company Limited/Retail sale of jewellery in specialized stores
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"><li>● 37.50% of registered and paid-up capital of Ruambud Co., Ltd. / Retail sale of jewellery in specialized stores</li><li>● 22.90% of registered and paid-up capital of Paabutr Co., Ltd. / Retail sale of jewellery in specialized stores</li></ul>	

	<ul style="list-style-type: none"> <li>● 20.80% registered and paid-up capital of Paason Factory Co., Ltd. / Manufacture of jewellery and bijouterie of precious stones and metals</li> <li>● 16.45% registered and paid-up capital of One to One Contacts Plc./Fully Outsourced Contact Center Services and Turnkey Total Solutions</li> <li>● 13.34% registered and paid-up capital of Rojana Nakorn Kaset Co., Ltd./ Property Business</li> <li>● 10.73% registered and paid-up capital of Trinity Watthana Plc. / Securities Business</li> </ul>
--	--

Name	(2) Mr. Boon-aue Chitthanom ("Mr. Boon-aue")	
Age	52 Years	
Address	32/124 Moo 7, Bang Muang Sub-District, Bang Yai District, Nonthaburi Province 11140	
Identification No.	3 7201 00170 79 8	
Telephone No.	Contact Asia Wealth Securities Company Limited	
Educational backgrounds	- Master of Business Administration, Kasetsart University - BA Faculty of Engineering, Siam University	
Current working position	Position	Company
	Head of IT Operation and Services Delivery Function (FSVP)	Siam Commercial Bank Public Company Limited (Commercial Bank)
	Director	WB Skin Care Company Limited/ Wholesale of pharmaceutical and medical goods
	Director	Homevilla Co., Ltd. /Service of providing accommodation and various activities through online platforms
	Director	Udom Dindee Organic Fertilizer Limited Partnership /Manufacture and sale of organic and bio fertilizer
Criminal records in the last 5	None	

years	
Pending legal disputes	None
Other (Shareholding)	<ul style="list-style-type: none"> <li>● 33.00% registered and paid-up capital of Puiinsri Upomdindee Limited Partnership / Manufacture and sale of organic and bio fertilizer</li> <li>● 24.15% registered and paid-up capital of One to One Contacts Plc. /Fully Outsourced Contact Center Services and Turnkey Total Solutions</li> </ul>

Name	(3) Mrs. Nancy Chalermkamchana (“Mrs. Nancy”)		
Age	69 Years		
Address	38/64 Supreme Ville, Yen Akat Road, Thung Maha Mek Sub-District, Sathorn District, Bangkok		
Identification No.	3 1012 02301 98 7		
Telephone No.	081-626-7605		
Educational backgrounds	High School, Adventist English School		
Current working position	Position	Company	
	Director	Suchanant Ville Company Limited /Providing Villa-related services	
Criminal records in the last 5 years	None		
Pending legal disputes	None		
Other (Shareholding)	<ul style="list-style-type: none"><li>● 80.00% registered and paid-up capital of Suchanant Ville Co., Ltd. (Combined with spouse holding)/ Hotels, resorts, suites business</li><li>● 35.00% registered and paid-up capital of Sealite Shipping Co., Ltd. (Held by spouse)/International shipping business</li><li>● 35.00% registered and paid-up capital of Seabra Trans International Co., Ltd. (Held by spouse)/International shipping agent business</li><li>● 35.00% registered and paid-up capital of Seabra International Movers &amp; Logistics Co., Ltd. (Held by spouse)/Moving services business</li><li>● 35.00% registered and paid-up capital of TCC Logistics Co., Ltd. (Held by spouse)/Freight forwarding and exporting agents</li></ul>		



	<ul style="list-style-type: none"> <li>● 35.00% registered and paid-up capital of SBT Agency Co., Ltd. (Held by spouse)/International freight brokerage business, international sea freight services; loading and unloading cargo by sea</li> <li>● 32.00% registered and paid-up capital of S.L. Co., Ltd. (Held by spouse)/Property Rental Business</li> <li>● 15.00% registered and paid-up capital of Seaglow Shipping Lines Co., Ltd. (Held by spouse)/International freight forwarding business</li> <li>● 10.00% registered and paid-up capital of Sea Progress Shipping Co., Ltd. (Held by spouse) /International freight forwarding business</li> </ul>
--	--

Name	(4) Mr. Itchasin Suwonwong ("Mr. Itchasin")		
Age	40 Years		
Address	38/12 Ratchadaphisek Road, Huai Khwang Sub-District, Huai Khwang District, Bangkok		
Identification No.	3 1101 00967 77 2		
Telephone No.	089-798-6262		
Educational backgrounds	<ul style="list-style-type: none"> <li>- Master of Law: International Taxation, University of Sydney</li> <li>- Master of Law: Corporate Partnership and Commercial, University of Queensland</li> <li>- Bachelor of Law, Chulalongkorn University</li> </ul>		
Current working position	Position	Company	
	Director	Elephant Gogo Company Limited/	
		Tour operator activities	
	Director	Elephant Transport Company	
		Limited /Passenger land transport and freight service, Tour Bus Hop-On Hop-off for tourists	
	Director	Elephant Gogo Pattaya Company	
		Limited / Passenger land transport and freight service	
	Director	Healthway Supply Co., Ltd.	
		/Manufacture and sale of surgical face mask	

Criminal records in the last 5 years	None
Pending legal disputes	None
Other (Shareholding)	<ul style="list-style-type: none"> <li>● 24.00% registered and paid-up capital of Elephant Gogo Co., Ltd./ Tour operator activity</li> <li>● 20.00% registered and paid-up capital of Healthway Supply Co., Ltd./ Manufacture and sale of surgical face mask</li> </ul>

Name	(5) Miss Naruporn Arunpraphan (“Miss Naruporn”)		
Age	44 Years		
Address	42 Kritsada Nakhon Village 14, Taling Chan Sub-District, Taling Chan District, Bangkok		
Identification No.	3 1002 00599 76 7		
Telephone No.	082-444-9994		
Educational backgrounds	<ul style="list-style-type: none"><li>- Bachelor of Political Science, Thammasat University</li><li>- Master of Business Administration, Sasin School of Management</li></ul>		
Current working position	Position	Company	
	Vice President	Crown Seal Public Company Limited /Manufacture and sale of caps for bottles and printing business for cans manufacture	
Criminal records in the last 5 years	None		
Pending legal disputes	None		
Other (Shareholding)	<ul style="list-style-type: none"><li>● 33.33% registered and paid-up capital of Chokedee Meechai Co., Ltd./ Consumer Goods manufacturing business</li><li>● 26.67% registered and paid-up capital of Mit Mongkol Industry Co., Ltd. / Consumer Goods manufacturing business</li><li>● 25.00% registered and paid-up capital of MMK Plus International Co., Ltd./ Consumer Goods manufacturing, cosmetic products, shampoo business</li><li>● 25.00% registered and paid-up capital of MMK Intertrade</li></ul>		

	<p>Co., Ltd. / Distribution and marketing of consumer products business</p> <ul style="list-style-type: none"> <li>● 20.00% registered and paid-up capital of MMK Interplus Co., Ltd./Business of plastic products</li> <li>● 16.88% registered and paid-up capital of MMK Development Co., Ltd./Real estate rental and business operation</li> </ul>
--	---

Name	(6) Mr. Komsahaspob Nuttayakul (“Mr. Komsahaspob”)	
Age	43 Years	
Address	91/92 Moo 5, Ban-mai Sub-District, Pak Kret District, Nonthaburi Province	
Identification No.	3 1201 00654 74 0	
Telephone No.	081-551-9022	
Educational backgrounds	<ul style="list-style-type: none"> <li>- Bachelor of Engineering, Kasetsart University</li> <li>- Master of Engineering Management, Western Sydney University</li> </ul>	
Current working position	Position	Company
	Director	Nex Point Public Company Limited /Immovable leasing business, and sale and leasing of busses
	Director	JK O&M Company Limited /Engineering activities and related technical consultancy
	Director	Nophaket Marketing Co., Ltd. /Manufacture of bottled drinking water and mineral water
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> <li>● 50.00% registered and paid-up capital of JK O&amp;M Co., Ltd. /Engineering activities and related technical consultancy</li> <li>● 44.00% registered and paid-up capital of Nophaket Marketing Co., Ltd. /Manufacture of bottled drinking water and mineral water</li> </ul>	

Name	(7) Mrs. Kanitta Sahak Alekyan (“Mrs. Kanitta”)		
Age	43 Years		
Address	147/7 Moo 1, Banklang Sub-District, Mueng Pathum Thani District, Pathum Thani Province		
Identification No.	3 5099 00389 20 4		
Telephone No.	086-559-5455		
Educational backgrounds	<ul style="list-style-type: none"><li>- Master of Business Administration, Payap University</li><li>- Bachelor of Business Administration, Human Resource Management, Payap University</li></ul>		
Current working position	Position	Company	
	Director	Hye Doon Company limited / Wholesale of bag and footwear	
Criminal records in the last 5 years	None		
Pending legal disputes	None		
Other (Shareholding)	<ul style="list-style-type: none"><li>● 99.99% registered and paid-up capital of Hye Doon Co., Ltd. (Combined with spouse holding) / Wholesale of bag and footwear</li></ul>		

Name	(8) Mrs. Prachitra Voranavin (“Mrs. Prachitra”)		
Age	71 Years		
Address	342/125 Soi Ramintra 14, Tharang Sub-District, Bang Khen District, Bangkok		
Identification No.	3 1006 02094 69 4		
Telephone No.	089 984 8690		
Educational backgrounds	<ul style="list-style-type: none"><li>- Junior High School, Katyayani Padung School</li><li>- High School, Vocational School, Secretarial Science, Phanitchayakan Silom School</li></ul>		
Current working position	Position	Company	
	Director	Siam Power Plus Company Limited / Retails of new motor vehicle parts and accessories	
Criminal records in the last 5 years	None		
Pending legal disputes	None		
Other (Shareholding)	<ul style="list-style-type: none"><li>● 68.00% registered and paid-up capital of Siam Power Plus Co., Ltd. / Retails of new motor vehicle parts and</li></ul>		

	accessories
--	-------------

In this regard, from the Tender Offeror information mentioned above, there may be a few companies that involved in the shareholding and/or directorship of the Tender Offeror that have a business nature such as One to One Contacts Public Company Limited (“OTO”), provides fully outsourced contact center services and turnkey total solutions to government agencies and corporations, while the Business conduct call center business strictly to the retailers regarding the information about the products and services offered by its business (Home Shopping); therefore, OTO’s business may have related party transaction in the future. The Tender Offeror and the Business will ensure that the Business complies with the normal business conditions and must taken into account the necessity and reasonableness that such transaction is proceed in accordance with the law, rules and/or regulations of the Stock Exchange of Thailand, the SEC and the Capital Market Supervisory Board concerning connected transactions, including careful consideration to ensure that the transaction is a transaction with the similar conditions with the transaction with a third party (Arm’s Length Transaction).

Revised/Edited to

## 1. The Offeror Information

### 1.1 General Information

Name	(1) Mr. Nattapong Seetavorarat (“ <b>Mr. Nattapong</b> ”)	
Age	54 Years	
Address	11 soi Ari Samphan 4, Phaholyothin Road, Samsennai Sub-District, Phayathai District, Bangkok 10400	
Identification No.	3 1014 00947 05 1	
Telephone No.	Contact Asia Wealth Securities Company Limited	
Educational backgrounds	<ul style="list-style-type: none"> <li>- Master of Political Science (Public Affairs), Thammasat University</li> <li>- Master of Business Administration, Assumption University</li> <li>- BA Faculty of Economics, Northeastern University, USA</li> </ul>	
Current working position	Position	Company
	Chief Executive Officer and Director	Ruambutr Company Limited/ Retail sale of jewellery in specialized stores
	Director	Paasun Factory Company Limited/ Manufacture of jewellery and bijouterie of precious stones and metals

	Director	Paabutr Company Limited/Retail sale of jewellery in specialized stores
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> <li>● 37.50% of registered and paid-up capital of Ruambud Co., Ltd. / Retail sale of jewellery in specialized stores</li> <li>● 22.90% of registered and paid-up capital of Paabutr Co., Ltd. / Retail sale of jewellery in specialized stores</li> <li>● 20.80% registered and paid-up capital of Paason Factory Co., Ltd. / Manufacture of jewellery and bijouterie of precious stones and metals</li> <li>● 16.45% registered and paid-up capital of One to One Contacts Plc./Fully Outsourced Contact Center Services and Turnkey Total Solutions</li> <li>● 13.34% registered and paid-up capital of Rojana Nakorn Kaset Co., Ltd./ Property Business</li> <li>● 10.73% registered and paid-up capital of Trinity Watthana Plc. / Securities Business</li> </ul>	

Name	(2) Mr. Boon-ae Chitthanom ("Mr. Boon-ae")	
Age	52 Years	
Address	32/124 Moo 7, Bang Muang Sub-District, Bang Yai District, Nonthaburi Province 11140	
Identification No.	3 7201 00170 79 8	
Telephone No.	Contact Asia Wealth Securities Company Limited	
Educational backgrounds	<ul style="list-style-type: none"> <li>- Master of Business Administration, Kasetsart University</li> <li>- BA Faculty of Engineering, Siam University</li> </ul>	
Current working position	Position	Company
	Head of IT Operation and Services Delivery Function (FSVP)	Siam Commercial Bank Public Company Limited (Commercial Bank)
	Director	WB Skin Care Company Limited/ Wholesale of pharmaceutical and

		medical goods
	Director	Homevilla Co., Ltd. /Service of providing accommodation and various activities through online platforms
	Director	Udom Dindee Organic Fertilizer Limited Partnership /Manufacture and sale of organic and bio fertilizer
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"><li>● 33.00% registered and paid-up capital of Puiinsri Upomdindee Limited Partnership / Manufacture and sale of organic and bio fertilizer</li><li>● 24.15% registered and paid-up capital of One to One Contacts Plc. /Fully Outsourced Contact Center Services and Turnkey Total Solutions</li></ul>	

Name	(3) Mrs. Nancy Chalermkamchana (“Mrs. Nancy”)		
Age	69 Years		
Address	38/64 Supreme Ville, Yen Akat Road, Thung Maha Mek Sub-District, Sathorn District, Bangkok		
Identification No.	3 1012 02301 98 7		
Telephone No.	081-626-7605		
Educational backgrounds	High School, Adventist English School		
Current working position	Position	Company	
	Director	Suchanant Ville Company Limited /Providing Villa-related services	
Criminal records in the last 5 years	None		
Pending legal disputes	None		
Other (Shareholding)	<ul style="list-style-type: none"><li>● 80.00% registered and paid-up capital of Suchanant Ville Co., Ltd. (Combined with spouse holding)/ Hotels, resorts, suites business</li><li>● 35.00% registered and paid-up capital of Sealite Shipping</li></ul>		

	<p>Co., Ltd. (Held by spouse)/International shipping business</p> <ul style="list-style-type: none"> <li>● 35.00% registered and paid-up capital of Seabra Trans International Co., Ltd. (Held by spouse)/International shipping agent business</li> <li>● 35.00% registered and paid-up capital of Seabra International Movers &amp; Logistics Co., Ltd. (Held by spouse)/Moving services business</li> <li>● 35.00% registered and paid-up capital of TCC Logistics Co., Ltd. (Held by spouse)/Freight forwarding and exporting agents</li> <li>● 35.00% registered and paid-up capital of SBT Agency Co., Ltd. (Held by spouse)/International freight brokerage business, international sea freight services; loading and unloading cargo by sea</li> <li>● 32.00% registered and paid-up capital of S.L. Co., Ltd. (Held by spouse)/Property Rental Business</li> <li>● 15.00% registered and paid-up capital of Seaglow Shipping Lines Co., Ltd. (Held by spouse)/International freight forwarding business</li> <li>● 10.00% registered and paid-up capital of Sea Progress Shipping Co., Ltd. (Held by spouse) /International freight forwarding business</li> </ul>
--	---

Name	(4) Mr. Itchasin Suwonwong ("Mr. Itchasin")		
Age	40 Years		
Address	38/12 Ratchadaphisek Road, Huai Khwang Sub-District, Huai Khwang District, Bangkok		
Identification No.	3 1101 00967 77 2		
Telephone No.	089-798-6262		
Educational backgrounds	<ul style="list-style-type: none"> <li>- Master of Law: International Taxation, University of Sydney</li> <li>- Master of Law: Corporate Partnership and Commercial, University of Queensland</li> <li>- Bachelor of Law, Chulalongkorn University</li> </ul>		
Current working position	Position	Company	
	Director	Elephant Gogo Company Limited/ Tour operator activities	



	Director	Elephant Transport Company Limited /Passenger land transport and freight service, Tour Bus Hop-On Hop-off for tourists
	Director	Elephant Gogo Pattaya Company Limited / Passenger land transport and freight service
	Director	Healthway Supply Co., Ltd. /Manufacture and sale of surgical face mask
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> <li>● 24.00% registered and paid-up capital of Elephant Gogo Co., Ltd./ Tour operator activity</li> <li>● 20.00% registered and paid-up capital of Healthway Supply Co., Ltd./ Manufacture and sale of surgical face mask</li> </ul>	

Name	(5) Miss Naruporn Arunpraphan ("Miss Naruporn")	
Age	44 Years	
Address	42 Kritsada Nakhon Village 14, Taling Chan Sub-District, Taling Chan District, Bangkok	
Identification No.	3 1002 00599 76 7	
Telephone No.	082-444-9994	
Educational backgrounds	<ul style="list-style-type: none"> <li>- Bachelor of Political Science, Thammasat University</li> <li>- Master of Business Administration, Sasin School of Management</li> </ul>	
Current working position	Position	Company
	Vice President	Crown Seal Public Company Limited /Manufacture and sale of caps for bottles and printing business for cans manufacture
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> <li>● 33.33% registered and paid-up capital of Chokedee</li> </ul>	

	<p>Meechai Co., Ltd./ Consumer Goods manufacturing business</p> <ul style="list-style-type: none"> <li>● 26.67% registered and paid-up capital of Mit Mongkol Industry Co., Ltd. / Consumer Goods manufacturing business</li> <li>● 25.00% registered and paid-up capital of MMK Plus International Co., Ltd./ Consumer Goods manufacturing, cosmetic products, shampoo business</li> <li>● 25.00% registered and paid-up capital of MMK Intertrade Co., Ltd. / Distribution and marketing of consumer products business</li> <li>● 20.00% registered and paid-up capital of MMK Interplus Co., Ltd./Business of plastic products</li> <li>● 16.88% registered and paid-up capital of MMK Development Co., Ltd./Real estate rental and business operation</li> </ul>
--	--

Name	(6) Mr. Komsahaspob Nuttayakul ("Mr. Komsahaspob")		
Age	43 Years		
Address	91/92 Moo 5, Ban-mai Sub-District, Pak Kret District, Nonthaburi Province		
Identification No.	3 1201 00654 74 0		
Telephone No.	081-551-9022		
Educational backgrounds	<ul style="list-style-type: none"> <li>- Bachelor of Engineering, Kasetsart University</li> <li>- Master of Engineering Management, Western Sydney University</li> </ul>		
Current working position	Position	Company	
	Director	Nex Point Public Company Limited /Immovable leasing business, and sale and leasing of busses	
	Director	JK O&M Company Limited /Engineering activities and related technical consultancy	
	Director	Nophaket Marketing Co., Ltd. /Manufacture of bottled drinking water and mineral water	

Criminal records in the last 5 years	None
Pending legal disputes	None
Other (Shareholding)	<ul style="list-style-type: none"> <li>● 50.00% registered and paid-up capital of JK O&amp;M Co., Ltd. /Engineering activities and related technical consultancy</li> <li>● 44.00% registered and paid-up capital of Nophaket Marketing Co., Ltd. /Manufacture of bottled drinking water and mineral water</li> </ul>

Name	(7) Mrs. Kanitta Sahak Alekyan (“Mrs. Kanitta”)		
Age	43 Years		
Address	147/7 Moo 1, Banklang Sub-District, Mueng Pathum Thani District, Pathum Thani Province		
Identification No.	3 5099 00389 20 4		
Telephone No.	086-559-5455		
Educational backgrounds	<ul style="list-style-type: none"><li>- Master of Business Administration, Payap University</li><li>- Bachelor of Business Administration, Human Resource Management, Payap University</li></ul>		
Current working position	Position	Company	
	Director	Hye Doon Company limited / Wholesale of bag and footwear	
Criminal records in the last 5 years	None		
Pending legal disputes	None		
Other (Shareholding)	<ul style="list-style-type: none"><li>● 99.99% registered and paid-up capital of Hye Doon Co., Ltd. (Combined with spouse holding) / Wholesale of bag and footwear</li></ul>		

Name	(8) Mrs. Prachitra Voranavin ("Mrs. Prachitra")		
Age	71 Years		
Address	342/125 Soi Ramintra 14, Tharang Sub-District, Bang Khen District, Bangkok		
Identification No.	3 1006 02094 69 4		
Telephone No.	089 984 8690		
Educational backgrounds	<ul style="list-style-type: none"> <li>- Junior High School, Katyayani Padung School</li> <li>- High School, Vocational School, Secretarial Science, Phanitchayakan Silom School</li> </ul>		

Current working position	Position	Company	
	Director	Siam Power Plus Company Limited / Retails of new motor vehicle parts and accessories	
Criminal records in the last 5 years	None		
Pending legal disputes	None		
Other (Shareholding)	<ul style="list-style-type: none"><li>68.00% registered and paid-up capital of Siam Power Plus Co., Ltd. / Retails of new motor vehicle parts and accessories</li></ul>		

In this regard, from the Tender Offeror information mentioned above, there may be a few companies that involved in the shareholding and/or directorship of the Tender Offeror that have a business nature that may be similar to the Business such as One to One Contacts Public Company Limited ("OTO"), provides fully outsourced contact center services and turnkey total solutions to government agencies and corporations, while currently, the Business conduct call center business strictly to the retailers regarding the information about the products and services offered by its business (Home Shopping) (Inbound and Outbound) provided to HPS only. Therefore, the business of the Company has no conflict of interest with OTO's business and the Tender Offeror distinguish the difference of the customer group and the scope of work i.e. OTO offers design, development, and installation of Turnkey Total Solutions and customer relationship services in various forms- (1) Full Outsourced Contact Center Management (2) Outsourced Contact Center Facility (3) Outsourced Customer Service Representative and (4) Contact Center Maintenance Service, all under the concept of "Total Customer Interaction Management Solutions," while the NBC only provides call center service to the agencies that use the service. Furthermore, if in the future, the Company expand its business that may be considered conflict of interest with OTO, the Tender Offeror and the Business will act on in according to the policy to prevent conflicts of interest, conducting such business will be subject to the rules for maintaining the listed company status, and also disclosure of the business information and measures to eliminate any conflict of interest in the 56-1 One Report form. therefore, OTO's business may have related party transaction in the future, if so, The the Tender Offeror and the Business will ensure that the Business complies with the normal business conditions and must taken into account the necessity and reasonableness that both may be considered as conflict of interest or related party transaction(s) may occur in the future, the Tender Offeror and the Business then shall proceed in accordance with the law, rules and/or regulations of the Stock Exchange of Thailand, the SEC and the Capital Market Supervisory Board concerning connected transactions, including careful consideration to ensure that the transaction is a transaction with the similar conditions with the transaction with a third party (Arm's Length Transaction).

(2) Part 3 Section 1.1 Nature of business operation in brief

Original

1.1 Nature of business operation in brief

General Information

Topic	Detail
Company Name	Nation Broadcasting Corporation Public Company Limited
Head Office	1854 Debaratana Road, Bangna-Tai Sub-District, Bangna District Bangkok 10260
Telephone No.	0-2338-3904
Website	www.nbc.co.th
Company Registration No.	0107552000103

Nature of business operation

Prior to the restructuring of the Company Group, Nation Broadcasting Corporation Public Company Limited (“NBC” or the “Company” or the “Business”) and its subsidiaries conduct the digital television and various types of online platform businesses (Television media business, new media business unit under Nation Online Brand, Kom Chad Luek Online Brand, and Nation News) and also the direct product distribution business (Operated by Happy Products and Service Company Limited, which the Business holds 50%) Subsequently, there was a restructuring of the Company Group on March 1, 2022, whereas NBC divested ordinary shares of NBC Next Vision Company, this includes the ordinary shares of Nation Coffee Company Limited (“NCOF”) that NNV holds to NATION. Pursuant such divestment the Company and its subsidiaries will remain the business units which operate (1) Call Center or Customer Service Center provides service as an agent to answer the phone for agencies that use the service, there are 2 types; inbound or the service to answer incoming calls to provide information about products and services and outbound or the service of calling customers to sell products and services based on the existing customer information (2) home shopping business, (3) online media business and (4) Statistical Data Processing Program Service Business.

Revenue structure for the years 2019-2021 and for the three-month period ended March 31, 2022, are as follows:

	2019		2020		2021		1 <sup>st</sup> quarter of 2022	
	Million THB	Percent	Million THB	Percent	Million THB	Percent	Million THB	Percent
Continuing operations								

	2019		2020		2021		1 <sup>st</sup> quarter of 2022	
	Million THB	Percent	Million THB	Percent	Million THB	Percent	Million THB	Percent
Revenue from the television media business	423.93	86.02	474.59	47.93	290.91	43.25	-	-
Revenue from the new media business	18.48	3.75	29.72	3.00	103.30	15.36	20.08	12.22
Revenue from other businesses	14.65	2.97	40.63	4.10	0.65	0.10	-	-
Revenue from the product distribution business	-	-	-	-	-	-	16.97	10.32
Other revenue	35.76	7.26	50.12	5.06	103.46	15.38	2.33	1.42
<b>Total revenue from continuing operations</b>	<b>492.82</b>	<b>100.00</b>	<b>595.06</b>	<b>60.09</b>	<b>498.32</b>	<b>74.09</b>	<b>39.38</b>	<b>23.96</b>
<b>Discontinued operations</b>								
Revenue from the television media business	-	-	-	-	-	-	108.65	66.09
Revenue from the product distribution business	-	-	395.17	39.91	174.28	25.91	-	-
Other revenue	-	-	-	-	-	-	16.35	9.95
<b>Total revenue of discontinued operations</b>	<b>-</b>	<b>-</b>	<b>395.17</b>	<b>39.91</b>	<b>174.28</b>	<b>25.91</b>	<b>125.00</b>	<b>76.04</b>
<b>Total revenue</b>	<b>492.82</b>	<b>100.00</b>	<b>990.23</b>	<b>100.00</b>	<b>672.60</b>	<b>100.00</b>	<b>164.38</b>	<b>100.00</b>


Source: NBC Annual Report, Company Information

#### Business Information of the Company and its Subsidiaries (Before Company Group Restructuring)

Nation Broadcasting Corporation Public Company Limited and its subsidiaries operate the business of producing and supplying news and knowledge-based television programs with many broadcasting channels in order to reach the target audience widely. By the nature of the products or services of the Company's television media business, the details are as follows.

1. Television station operated by NBC (News station, Nation TV 22, started broadcasting in 2014) the Company is the founder and the executive of the television station with full services for both in terms of production Procurement of broadcast programs on television airtime rental and selling advertising time by operating a

digital terrestrial television station entirely after receiving a license from the Office of the Broadcasting Commission National Television and Telecommunications Commission.

Station name	The main concept of the station	Viewing channel
<p>Nation TV 22 began airing in 2014.</p> 	<p>A 24-hour news and knowledge station aims to deliver accurate, impartial, up-to-date news with comprehensive analysis and insights from an experienced news team.</p>	<ul style="list-style-type: none"> <li>- Settop Box Nation TV 22 channel</li> <li>- Local cable TV</li> <li>- www.nationtv.tv</li> <li>- Moblie phone via Application via IOS and Android system</li> </ul>

In addition, Nation TV has television programs broadcast through digital media on the BTS station and on the BTS train and Out of Home Media in the form of billboards.

In 2021, the Company has continued its business expansion policy by taking advantage of the existing advantages in terms of information content, quality, personnel, the readiness of tools and equipment, and the reputation of the Company to expand to related businesses (such as new media business and home shopping business) in order to bring the highest benefit to the Company in both creating products or activities in various forms to meet the demand of consumers and increasing the Company's earning potential.

## 2. The new media businesses

The Company has adjusted its strategy to find other platforms to increase revenue for replacing the traditional mainstream media through digital media by presenting news and content on all platforms, including online, website, Facebook, Twitter, including applications.

### 2.1 Nation Online

Operates on behalf of NBC Next Vision Co., Ltd. under the brand "Nation Online", where the Company focuses on adapting to adapt to new media technologies continually by developing personnel, skills, and techniques to reach audiences of online news and social media across all rapidly growing platforms and creating audience participation through TV screens and online on all platforms, including Website, Twitter, Facebook, YouTube Line and TikTok, etc., in a presentation format that is consistent with audience behavior on each platform. They can also express their opinions and participate in various activities, focusing on reaching new audiences, aiming to increase revenue from New Media channels to grow significantly in the long run by managing various contents.

### 2.2 Kom Chad Luek Online

Producing published content on digital news platforms and social media, comprising news sites, social media news, Facebook, fan pages, and websites and organizing an event famously and has received the attention of a wide public under the trademark “Khom Chad Luek” such as Kom Chad Luek Award and Kom Chad Luek, running in the sky, mini-marathon

## 2.3 Nation News business consists of 3 businesses:

1) Call Center Business or Customer Service Center provides service as an agent to answer the phone for agencies that use the service, there are 2 types:

- Inbound or the service to answer incoming calls to provide information about products and services, currently serving the TV Home shopping business that is broadcast on the Nation TV channel.
- Outbound or the service of calling customers to sell products and services based on the existing customer information in order to sell products to customers to better meet their demand. Currently supporting both the TV Home Shopping business that is broadcast on Nation TV and servicing customers outside the NATION Group.

2) Online Media Business

- "Thai News" operates an information services business via mobile phone, internet, online media business, internet which is managed under TNEWS business unit, which is online media through channels such as Facebook, Website, YouTube, Line, Twitter.
- "The People" is a collection of stories of important people and interesting information both local and abroad. Currently, there are followers on various pages of The People, which are online media via channels such as Facebook, Website, YouTube, Line, Twitter, etc.

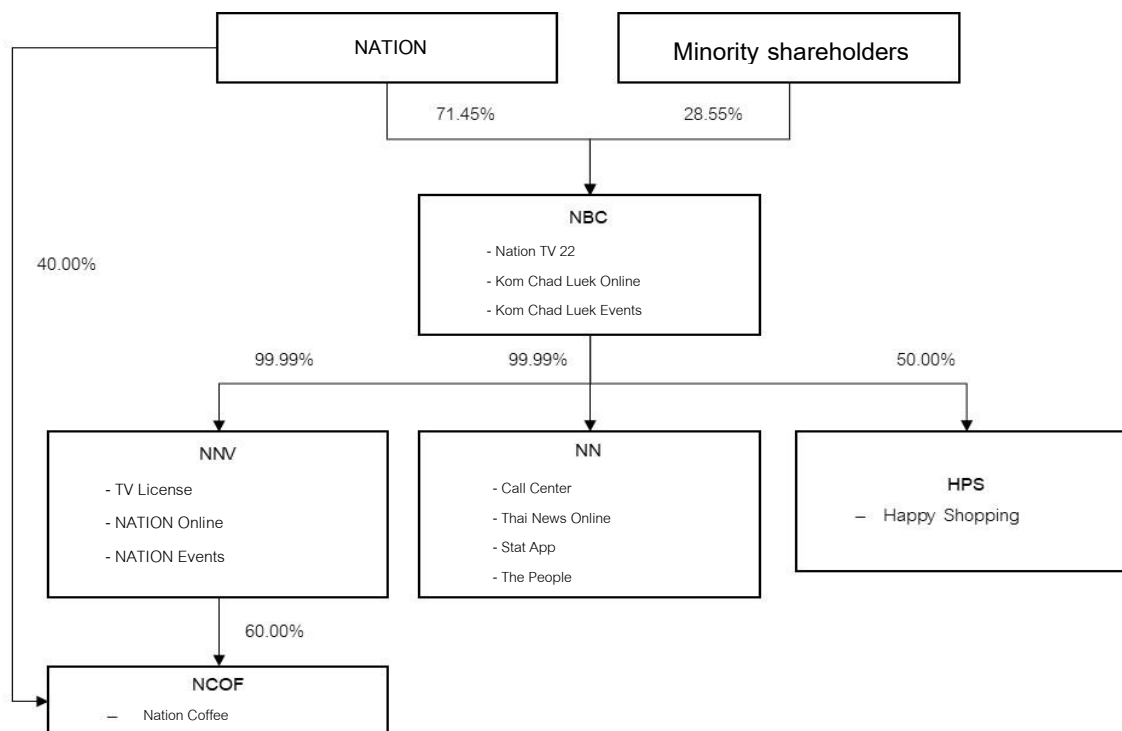
3) Statistical Data Processing Program Service Business can analyze Pageviews and earnings in order for service recipients to know the potential and ability to earn an income of each content team with a plan to develop services to various agencies or organizations more in the future.

## 3. Home Shopping Business

Operated by Happy Products and Service Co., Ltd. ("HPS"), where NBC Next Vision Co., Ltd. jointly participated in a 50% share capital on January 7, 2020. HPS operates the direct marketing business in selling goods and services through television programs (In the past, HPS had an airtime with the Company within the NATION group) and digital media also known as the business "**Home Shopping**" under the name "**Happy Shopping**" and has house brand products under the name "**Happy life+**"



### Shareholding Structure of the Company in 2021



*Nation Broadcasting Corporation Public Company Limited (“NBC” or “Company” or “Business”)*

*Nation Group (Thailand) Public Company Limited (“NATION”)*

*NBC Next Vision Company Limited (“NNV”)*

*Nation Coffee Company Limited (“NCOF” or “Coffee”)*

*Nation News Company Limited (“NN”)*

*Happy Products and Service Company Limited (“HPS”)*

As of December 31, 2021, the Company has investments in juristic persons holding shares of 10 percent or more as follows:

Juristic Person Name / Address	Business type	Shareholding (%)	Registered capital (THB)	Paid-up capital (THB)
<b>Subsidiary</b>				
NBC Next Vision Company Limited (“ <b>NNV</b> ”) No. 1854, 5 <sup>th</sup> Floor, Debaratana Road Bangna Tai Subdistrict, Bang Na District, Bangkok 10260	Owner of a license to use the spectrum and operate a digital television business in the category of standard definition (SD) news channels / TV program production and serve advertisements through television (Digital TV)	99.99	800,000,000	800,000,000
Nation News Company Limited (“ <b>Nation News</b> ”) (Formerly Thai News and Entertainment World Company Limited) No. 1854, 7 <sup>th</sup> Floor, Debaratana Road, Bangna Tai Subdistrict, Bang Na District, Bangkok 10260	New Media (Call Center, Online, App Support, and Creative Content)	99.99	190,000,000	190,000,000
Happy Products and Service Company Limited (“ <b>HPS</b> ”) 89/1 Kasemsap Building, 3 <sup>rd</sup> Floor, Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900	direct marketing business to sell goods and services through television programs and digital media also known as "Home Shopping"	50.00	30,000,000	30,000,000
<b>Indirect Subsidiary</b>				
Nation Coffee Company Limited (“ <b>NCOF</b> ”) No. 1854, Debaratana Road, Bang Na Tai Sub-District, Bang Na District, Bangkok 10260	Food and Beverage	60.00 (held by NNV)	10,000,000	10,000,000

The 2022 Annual General Meeting of Shareholders held on April 29, 2022 of the Business has resolutions to approve

- Disposal of 85,999,997 ordinary shares in NNV\* or representing 99.99% of NNV's registered capital, including 60,000 shares of NCOF held by NNV in NCOF, representing 60% of NCOF's total registered capital in the total of THB 239,728,315.18 to NATION, which is the controlling authority of the Business that holds 803,361,455 shares or representing 71.45% of the total issued and paid-up shares and a of the total voting rights of the Business which is a related person.
- Allowing NNV to lend money from NATION to pay off liabilities to the Business of 221.30 million baht (making NATION to be a creditor of NNV instead of the Business) divided into:

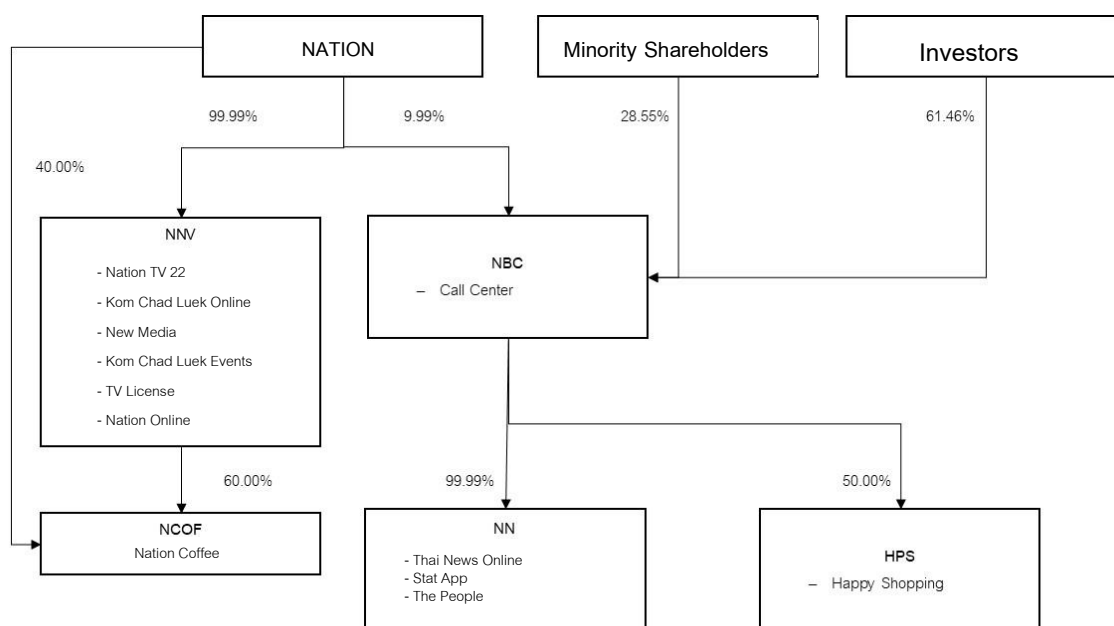
- 1) Liabilities from the purchase of assets of the Digital Television Business Unit (Nation TV 22) and the Kom Chad Luek Business Unit from the Business, in the amount of approximately 130 million baht.
- 2) Liabilities from loans from the Business of approximately THB 81,600,000.
- 3) Other trade liabilities such as trade accounts payable of approximately THB 9,700,000

Total value of 461.03 million baht, is collectively referred to as “**The sale of ordinary shares in the subsidiary of the Business**”

#### Note

- \* It is the total number of shares held by the Business after the capital increase. NNV has a plan to increase its capital prior to the entering into this transaction which on the date of the Board of Directors meeting of the Business has the resolution to enter into the sale of NNV shares as of March 4, 2022 (before the capital increase of NNV). The Company holds 79,999,997 shares in NNV, representing 99.99% of NNV's registered capital before the capital increase.

Shareholding structure after the Offerors acquired 61.46% of the total of issued and paid-up shares and of the total voting rights of the Business



*Nation Broadcasting Corporation Public Company Limited (“NBC” or “Company” or “Business”)*

*Nation Group (Thailand) Public Company Limited (“NATION”)*

*NBC Next Vision Company Limited (“NNV”)*

*Nation Coffee Company Limited (“NCOF” or “Coffee”)*

*Nation News Company Limited (“NN”)*

*Happy Products and Service Company Limited (“HPS”)*

Business Operation of the Company and its Subsidiaries (After Company Group Restructuring)

After the Offerors acquired 61.46% of the total of issued and paid-up shares and of the total voting rights of the Business. Details of the Company's Group Restructuring are as follows:

Transactions	Details of the Restructuring Transaction
1. NNV purchase shares in HPS	NNV purchased 1.00 million shares of HPS from existing shareholder or equivalent to 33.33% of the registered capital of HPS at the price of THB 10.00 million. As a result, NNV holds shares in HPS equivalent to 50.00% of the registered capital of HPS. The transfer of such shares took place on March 1 2022
2. NNV purchases Nation TV assets	NNV purchased operating assets relating to digital television (Nation TV 22) according to the book value of THB 105.96 million and received the transfer of employees, including employees' benefit of THB 45.77 million and NATION has notified the Tender Offeror that this part has been completed on March 1, 2022
3. NBC purchases assets of Call Center	NBC purchased operating assets relating to the call center currently operated under NN at the price based on the fair value appraisal of THB 40.00 million. The assets were transferred on March 1, 2022
4. NNV Sells HPS shares	NNV sold all shres in HPS held by NNV to NBC, or equivalent to 50.00% of the registered capital of HPS at the price of THB 25.00 million. As a result, HPS becomes a subsidiary of NBC The transfer of such shares took place on March 2, 2022
5. NNV purchases Komchadluek business unit	NNV purchased Kom Chad Luek business and relevant operating assets from NBC in the amount of THB 70.00 million, which is the value from the fair value appraisal. The transfer of such business took place on March 2, 2022

The Company and its subsidiaries remain the business units which operate (1) Call Center or Customer Service Center provides service as an agent to answer the phone for agencies that use the service, there are

2 types; inbound or the service to answer incoming calls to provide information about products and services and outbound or the service of calling customers to sell products and services based on the existing customer information (2) home shopping business, (3) online media business and (4) Statistical Data Processing Program Service Business.

1. Call center business or a customer service center to provide service as an agent to answer the phone for agencies that use the service in 2 types:

- Inbound or the service to answer incoming calls to provide information about products and services currently serving the TV Home shopping business that is broadcast on the Nation TV channel.
- Outbound or the service of calling customers to sell products and services based on the existing customer information in order to sell products to customers to better meet their demand. Currently supporting both the TV Home Shopping business that is broadcast on Nation TV and servicing customers outside the NATION Group.

2. Home Shopping Business

Operate by Happy Products and Service Company Limited ("HPS"), which Nation Broadcasting Corporation hold 50.00% after the Company Group restructuring, sell products and services through television and online media or "Home Shopping" Business under the name of "Happy Shopping" and has house-brand products under the brand name "Happy life+".

3. The new media businesses

"Thai News" provides news information via mobile phone, internet, and online media internet; and operates under TNEWS, which is a channel within online social media platform Facebook, website, YouTube, Line and Twitter.

"The People" is an archive that gathers the story and information of significant individuals and stories both domestic and abroad. Currently, followers of "The People" are in online social media platform, such as Facebook, Website, YouTube, Line and Twitter.

4. Application

Business that provides clients with statistical data processing program service, which can be used to analyze pageview and income so that they can get a clearer understanding of the performance with regard to the ability to generate income for each content team. The clients will also be provided with service development plan in the future.

In addition, the company will invest in legal entities holding shares of 10 percent or more as follows:

Juristic Person Name / Address	Business type	Shareholding (%)	Registered capital (THB)	Paid-up capital (THB)
<b>Subsidiary</b>				
Nation News Company Limited ("Nation News") (Formerly Thai News and Entertainment World Company Limited) No. 1854, 7 <sup>th</sup> Floor, Debaratana Road Bangna Tai Sub-District, Bang Na District, Bangkok 10260	New Media (Call Center,Online, App Support, and Creative Content)	99.99	190,000,000	190,000,000
Happy Products and Service Company Limited ("HPS") 89/1 Kasemsap Building, 3 <sup>rd</sup> Floor, Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900	direct marketing business to sell goods and services through television programs and digital media also known as "Home Shopping"	50.00	30,000,000	30,000,000

Revision/Add to

#### 1.1 Nature of business operation in brief

General Information

Topic	Detail
Company Name	Nation Broadcasting Corporation Public Company Limited
Head Office	1854 Debaratana Road, Bangna-Tai Sub-District, Bangna District Bangkok 10260
Telephone No.	0-2338-3904
Website	www.nbc.co.th
Company Registration No.	0107552000103

### Nature of business operation

Prior to the restructuring of the Company Group, Nation Broadcasting Corporation Public Company Limited (“NBC” or the “Company” or the “Business”) and its subsidiaries conduct the digital television and various types of online platform businesses (Television media business, new media business unit under Nation Online Brand, Kom Chad Luek Online Brand, and Nation News) and also the direct product distribution business (Operated by Happy Products and Service Company Limited, which the Business holds 50%) Subsequently, there was a restructuring of the Company Group, which started on March 1, 2022, and the new remaining business structure of NBC will be officially begin and be applied June 2022 onwards, whereas NBC divested ordinary shares of NBC Next Vision Company, this includes the ordinary shares of Nation Coffee Company Limited (“NCOF”) that NNV holds to NATION. Pursuant such divestment the Company and its subsidiaries will remain the business units which operate (1) Call Center or Customer Service Center provides service as an agent to answer the phone for agencies that use the service, there are 2 types; inbound or the service to answer incoming calls to provide information about products and services and outbound or the service of calling customers to sell products and services based on the existing customer information (2) home shopping business, (3) online media business and (4) Statistical Data Processing Program Service Business.

Revenue structure for the years 2019-2021 and for the three-month period ended March 31, 2022, are as follows:

	2019		2020		2021		1 <sup>st</sup> quarter of 2022	
	Million THB	Percent	Million THB	Percent	Million THB	Percent	Million THB	Percent
Continuing operations								
Revenue from the television media business	423.93	86.02	474.59	47.93	290.91	43.25	-	-
Revenue from the new media business	18.48	3.75	29.72	3.00	103.30	15.36	20.08	12.22
Revenue from other businesses	14.65	2.97	40.63	4.10	0.65	0.10	-	-
Revenue from the product distribution business	-	-	-	-	-	-	16.97	10.32
Other revenue	35.76	7.26	50.12	5.06	103.46	15.38	2.33	1.42
Total revenue from continuing operations	492.82	100.00	595.06	60.09	498.32	74.09	39.38	23.96


	2019		2020		2021		1 <sup>st</sup> quarter of 2022	
	Million THB	Percent	Million THB	Percent	Million THB	Percent	Million THB	Percent
Discontinued operations								
Revenue from the television media business	-	-	-	-	-	-	108.65	66.09
Revenue from the product distribution business	-	-	395.17	39.91	174.28	25.91	-	-
Other revenue	-	-	-	-	-	-	16.35	9.95
Total revenue of discontinued operations	-	-	395.17	39.91	174.28	25.91	125.00	76.04
Total revenue	492.82	100.00	990.23	100.00	672.60	100.00	164.38	100.00

Source: NBC Annual Report, Company Information

#### Business Information of the Company and its Subsidiaries (Before Company Group Restructuring)

Nation Broadcasting Corporation Public Company Limited and its subsidiaries operate the business of producing and supplying news and knowledge-based television programs with many broadcasting channels in order to reach the target audience widely. By the nature of the products or services of the Company's television media business, the details are as follows.

1. Television station operated by NBC (News station, Nation TV 22, started broadcasting in 2014) the Company is the founder and the executive of the television station with full services for both in terms of production Procurement of broadcast programs on television airtime rental and selling advertising time by operating a digital terrestrial television station entirely after receiving a license from the Office of the Broadcasting Commission National Television and Telecommunications Commission.

Station name	The main concept of the station	Viewing channel
Nation TV 22 began airing in 2014. 	A 24-hour news and knowledge station aims to deliver accurate, impartial, up-to-date news with comprehensive analysis and insights from an experienced news team.	<ul style="list-style-type: none"> <li>- Settop Box Nation TV 22 channel</li> <li>- Local cable TV</li> <li>- www.nationtv.tv</li> <li>- Moblie phone via Application via IOS and Android system</li> </ul>



In addition, Nation TV has television programs broadcast through digital media on the BTS station and on the BTS train and Out of Home Media in the form of billboards.

In 2021, the Company has continued its business expansion policy by taking advantage of the existing advantages in terms of information content, quality, personnel, the readiness of tools and equipment, and the reputation of the Company to expand to related businesses (such as new media business and home shopping business) in order to bring the highest benefit to the Company in both creating products or activities in various forms to meet the demand of consumers and increasing the Company's earning potential.

## 2. The new media businesses

The Company has adjusted its strategy to find other platforms to increase revenue for replacing the traditional mainstream media through digital media by presenting news and content on all platforms, including online, website, Facebook, Twitter, including applications.

### 2.1 Nation Online

Operates on behalf of NBC Next Vision Co., Ltd. under the brand "Nation Online", where the Company focuses on adapting to new media technologies continually by developing personnel, skills, and techniques to reach audiences of online news and social media across all rapidly growing platforms and creating audience participation through TV screens and online on all platforms, including Website, Twitter, Facebook, YouTube Line and TikTok, etc., in a presentation format that is consistent with audience behavior on each platform. They can also express their opinions and participate in various activities, focusing on reaching new audiences, aiming to increase revenue from New Media channels to grow significantly in the long run by managing various contents.

### 2.2 Kom Chad Luek Online

Producing published content on digital news platforms and social media, comprising news sites, social media news, Facebook, fan pages, and websites and organizing an event famously and has received the attention of a wide public under the trademark "Khom Chad Luek" such as Kom Chad Luek Award and Kom Chad Luek, running in the sky, mini-marathon

### 2.3 Nation News business consists of 3 businesses:

- 1) Call Center Business or Customer Service Center provides service as an agent to answer the phone for agencies that use the service, there are 2 types:
  - Inbound or the service to answer incoming calls to provide information about products and services, currently serving the TV Home shopping business that is broadcast on the Nation TV channel.
  - Outbound or the service of calling customers to sell products and services based on the existing customer information in order to sell products to customers to better meet their demand. ~~Currently supporting both the TV Home Shopping business that is broadcast on Nation TV and serving customers outside the NATION Group. Currently, the Company's outbound call center service is~~

provided only to HPS, however, the Company may provide call center service to other clients in the future.

## 2) Online Media Business

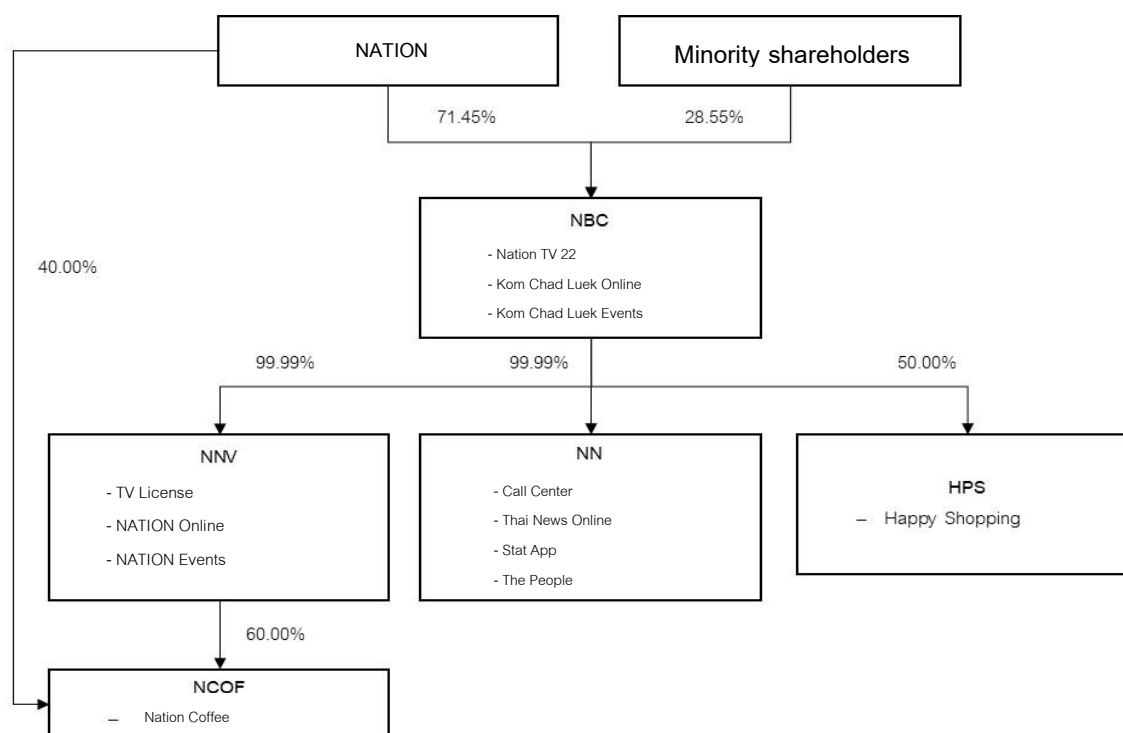
- “Thai News” operates an information services business via mobile phone, internet, online media business, internet which is managed under TNEWS business unit, which is online media through channels such as Facebook, Website, YouTube, Line, Twitter.
- “The People” is a collection of stories of important people and interesting information both local and abroad. Currently, there are followers on various pages of The People, which are online media via channels such as Facebook, Website, YouTube, Line, Twitter, etc.

3) Statistical Data Processing Program Service Business can analyze Pageviews and earnings in order for service recipients to know the potential and ability to earn an income of each content team with a plan to develop services to various agencies or organizations more in the future.

## 3. Home Shopping Business

Operated by Happy Products and Service Co., Ltd. (“HPS”), where NBC Next Vision Co., Ltd. jointly participated in a 50% share capital on January 7, 2020. HPS operates the direct marketing business in selling goods and services through television programs (In the past, HPS had an airtime with the Company within the NATION group) and digital media also known as the business “Home Shopping” under the name “Happy Shopping” and has house brand products under the name “Happy life+”

### Shareholding Structure of the Company in 2021



Nation Broadcasting Corporation Public Company Limited (“NBC” or “Company” or “Business”)

Nation Group (Thailand) Public Company Limited (“NATION”)

NBC Next Vision Company Limited (“NNV”)

Nation Coffee Company Limited (“NCOF” or “Coffee”)

Nation News Company Limited (“NN”)

Happy Products and Service Company Limited (“HPS”)

As of December 31, 2021, the Company has investments in juristic persons holding shares of 10 percent or more as follows:

Juristic Person Name / Address	Business type	Shareholding (%)	Registered capital (THB)	Paid-up capital (THB)
<b>Subsidiary</b>				
NBC Next Vision Company Limited (“NNV”) No. 1854, 5 <sup>th</sup> Floor, Debaratana Road Bangna Tai Subdistrict, Bang Na District, Bangkok 10260	Owner of a license to use the spectrum and operate a digital television business in the category of standard definition (SD) news channels / TV program production and serve advertisements through television (Digital TV)	99.99	800,000,000	800,000,000
Nation News Company Limited (“Nation News”) (Formerly Thai News and Entertainment World Company Limited) No. 1854, 7th Floor, Debaratana Road, Bangna Tai Subdistrict, Bang Na District, Bangkok 10260	New Media (Call Center, Online, App Support, and Creative Content)	99.99	190,000,000	190,000,000
Happy Products and Service Company Limited (“HPS”) 89/1 Kasemsap Building, 3rd Floor, Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900	direct marketing business to sell goods and services through television programs and digital media also known as “Home Shopping”	50.00	30,000,000	30,000,000
<b>Indirect Subsidiary</b>				
Nation Coffee Company Limited (“NCOF”) No. 1854, Debaratana Road, Bang Na Tai Sub-District, Bang Na District, Bangkok 10260	Food and Beverage	60.00 (held by NNV)	10,000,000	10,000,000

The 2022 Annual General Meeting of Shareholders held on April 29, 2022 of the Business has resolutions to approve

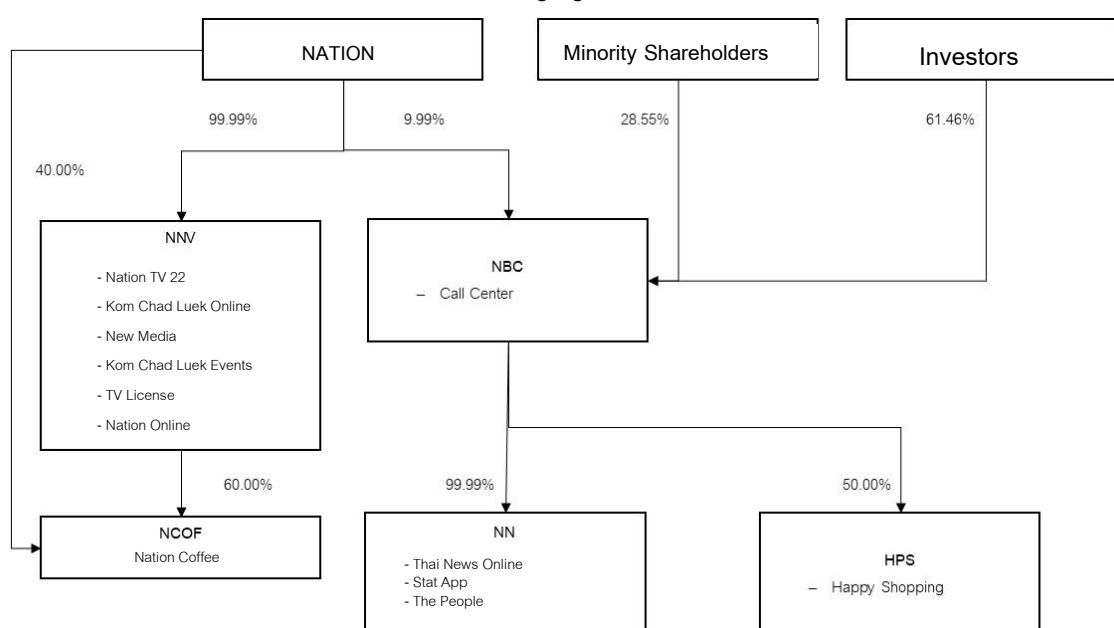
- Disposal of 85,999,997 ordinary shares in NNV\* or representing 99.99% of NNV's registered capital, including 60,000 shares of NCOF held by NNV in NCOF, representing 60% of NCOF's total registered capital in the total of THB 239,728,315.18 to NATION, which is the controlling authority of the Business that holds 803,361,455 shares or representing 71.45% of the total issued and paid-up shares and aof the total voting rights of the Business which is a related person.
- Allowing NNV to lend money from NATION to pay off liabilities to the Business of 221.30 million baht (making NATION to be a creditor of NNV instead of the Business) divided into:
  - 1) Liabilities from the purchase of assets of the Digital Television Business Unit (Nation TV 22) and the Kom Chad Luek Business Unit from the Business, in the amount of approximately 130 million baht.
  - 2) Liabilities from loans from the Business of approximately THB 81,600,000.
  - 3) Other trade liabilities such as trade accounts payable of approximately THB 9,700,000

Total value of 461.03 million baht, is collectively referred to as **“The sale of ordinary shares in the subsidiary of the Business”**

#### Note

- \* It is the total number of shares held by the Business after the capital increase. NNV has a plan to increase its capital prior to the entering into this transaction which on the date of the Board of Directors meeting of the Business has the resolution to enter into the sale of NNV shares as of March 4, 2022 (before the capital increase of NNV). The Company holds 79,999,997 shares in NNV, representing 99.99% of NNV's registered capital before the capital increase.

**Shareholding structure after the Offerors acquired 61.46% of the total of issued and paid-up shares and of the total voting rights of the Business**



*Nation Broadcasting Corporation Public Company Limited (“NBC” or “Company” or “Business”)*

*Nation Group (Thailand) Public Company Limited (“NATION”)*

*NBC Next Vision Company Limited (“NNV”)*

*Nation Coffee Company Limited (“NCOF” or “Coffee”)*

*Nation News Company Limited (“NN”)*

*Happy Products and Service Company Limited (“HPS”)*

Business Operation of the Company and its Subsidiaries (After Company Group Restructuring)

After the Offerors acquired 61.46% of the total of issued and paid-up shares and of the total voting rights of the Business. Details of the Company's Group Restructuring are as follows:

Transactions	Details of the Restructuring Transaction
1. NNV purchase shares in HPS	NNV purchased 1.00 million shares of HPS from existing shareholder or equivalent to 33.33% of the registered capital of HPS at the price of THB 10.00 million. As a result, NNV holds shares in HPS equivalent to 50.00% of the registered capital of HPS. The transfer of such shares took place on March 1 2022
2. NNV purchases Nation TV assets	NNV purchased operating assets relating to digital television (Nation TV 22) according to the book value of THB 105.96 million and received the transfer of employees, including employees' benefit of THB 45.77 million and NATION has notified the Tender Offeror that this part has been completed on March 1, 2022
3. NBC purchases assets of Call Center	NBC purchased operating assets relating to the call center currently operated under NN at the price based on the fair value appraisal of THB 40.00 million. The assets were transferred on March 1, 2022
4. NNV Sells HPS shares	NNV sold all shres in HPS held by NNV to NBC, or equivalent to 50.00% of the registered capital of HPS at the price of THB 25.00 million. As a result, HPS becomes a subsidiary of NBC The transfer of such shares took place on March 2, 2022
5. NNV purchases Komchadluek business unit	NNV purchased Kom Chad Luek business and relevant operating assets from NBC in the amount of

Transactions	Details of the Restructuring Transaction
	THB 70.00 million, which is the value from the fair value appraisal. The transfer of such business took place on March 2, 2022

The Company and its subsidiaries remain the business units which operate (1) Call Center or Customer Service Center provides service as an agent to answer the phone for agencies that use the service, there are 2 types; inbound or the service to answer incoming calls to provide information about products and services and outbound or the service of calling customers to sell products and services based on the existing customer information (2) home shopping business, (3) online media business and (4) Statistical Data Processing Program Service Business.

1. Call center business or a customer service center to provide service as an agent to answer the phone for agencies that use the service in 2 types:

- Inbound or the service to answer incoming calls to provide information about products and services currently serving the TV Home shopping business that is broadcast on the Nation TV channel.
- Outbound or the service of calling customers to sell products and services based on the existing customer information in order to sell products to customers to better meet their demand. ~~Currently supporting both the TV Home Shopping business that is broadcast on Nation TV and serving customers outside the NATION Group. Currently, the Company's outbound call center service is provided only to HPS, however, the Company may provide call center service to other clients in the future.~~

2. Home Shopping Business

Operate by Happy Products and Service Company Limited ("HPS"), which Nation Broadcasting Corporation hold 50.00% after the Company Group restructuring, sell products and services through television and online media or "Home Shopping" Business under the name of "Happy Shopping" and has house-brand products under the brand name "Happy life+".

3. The new media businesses

"Thai News" provides news information via mobile phone, internet, and online media internet; and operates under TNEWS, which is a channel within online social media platform Facebook, website, YouTube, Line and Twitter.

"The People" is an archive that gathers the story and information of significant individuals and stories both domestic and abroad. Currently, followers of "The People" are in online social media platform, such as Facebook, Website, YouTube, Line and Twitter.

#### 4. Application

Business that provides clients with statistical data processing program service, which can be used to analyze pageview and income so that they can get a clearer understanding of the performance with regard to the ability to generate income for each content team. The clients will also be provided with service development plan in the future

In addition, the company will invest in legal entities holding shares of 10 percent or more as follows:

Juristic Person Name / Address	Business type	Shareholding (%)	Registered capital (THB)	Paid-up capital (THB)
<b>Subsidiary</b>				
Nation News Company Limited ("Nation News") (Formerly Thai News and Entertainment World Company Limited) No. 1854, 7 <sup>th</sup> Floor, Debaratana Road Bangna Tai Sub-District, Bang Na District, Bangkok 10260	New Media (Call Center, Online, App Support, and Creative Content)	99.99	190,000,000	190,000,000
Happy Products and Service Company Limited ("HPS") 89/1 Kasemsap Building, 3 <sup>rd</sup> Floor, Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900	direct marketing business to sell goods and services through television programs and digital media also known as "Home Shopping"	50.00	30,000,000	30,000,000